

LA PLATA ELECTRIC ASSOCIATION, INC.
Committee on Policies Meeting Minutes
Friday, May 16, 2025
1:00 P.M. – 3:00 P.M.
<https://www.lpea.coop/policy-committee>

CALL TO ORDER

The Committee on Policies of the La Plata Electric Association Board of Directors was held via Zoom webinar on Friday, May 16, 2025; Committee Chair Pitcher called the meeting to order at 1:03 p.m. The following committee members were in attendance:

COMMITTEE MEMBERS

Director Nicole Pitcher, Committee Chair
Director Joe Lewandowski
Director Kirsten Skeeahan
Chris Hansen, CEO

EXCUSED ABSENCE

Elizabeth Howe, VP Business Services

LPEA STAFF

Graham Smith, General Counsel
Janelle Thunstrom, Executive Assistant

WEBINAR GUESTS

None

APPROVAL OF AGENDA

Committee Chair Pitcher addressed the Committee on Policies April 21, 2025, meeting agenda.

Motion: Committee Member Lewandowski moved to approve the April 21, 2025, meeting agenda, as presented. Motion seconded and carried without dissent. Committee Member Skeeahan was not present for the vote.

CONSENT BOARD ITEMS

Committee Chair Pitcher addressed the Consent Board Items.

Motion: Committee Member Lewandowski moved to approve the following Consent Board Items: April COP Meeting Minutes. Motion seconded and carried without dissent. Committee Member Skeeahan was not present for the vote.

DISCUSSION ON PROPOSED BYLAW AMENDMENTS AS DIRECTED BY FULL BOARD

Attorney Smith opened the discussion by providing an update on Policy 112, noting that a discrepancy had been identified between the bylaw submission deadline listed in the bylaws (60 days) and the outdated 45-day

requirement found in Policy 112. Staff has annotated Policy 112 accordingly and will present a correction to the Board at its May meeting to bring the policy into alignment with the bylaws. Committee Chair Pitcher addressed the review of the member-proposed bylaw amendments initially submitted in March.

The Committee reviewed and discussed each proposed amendment in turn. For each item, members briefly shared positions and participated in focused discussion.

Committee members also acknowledged that the proposals reflected the priorities of a single member and emphasized the importance of balancing member engagement with the broader responsibility of the Board to steward cooperative resources and operations effectively during a time of transition.

Article IV: Board of Directors – Financial Transparency

Motion: Committee Member Skeeahan moved to recommend that the full board not advance Article IV: Board of Directors – Financial Transparency, noting that while there was an administrative error resulting in the temporary unavailability of director expense reports, this has since been corrected and the information is now publicly available. Motion seconded and carried without dissent.

Article V: Meetings of Directors – Executive Session

Motion: Committee Member Lewandowski moved to recommend that the full board not advance Article V: Meetings of Directors – Executive Session, citing the cooperative's need to maintain confidentiality in commercial agreements, the significant costs of implementing the proposed disclosure requirements, and the fact that LPEA is already compliant with Colorado law and NRECA best practices. Motion seconded and carried 3–1, with Committee Members Hansen, Lewandowski, and Pitcher in favor and Committee Member Skeeahan opposed.

Article V: Meetings of Directors – Meeting Procedures

Motion: Committee Member Lewandowski moved to recommend that the full board not advance Article V: Meetings of Directors – Meeting Procedures, stating that the cooperative already permits virtual participation under a policy adopted by the membership in 2021 and that meeting format decisions are best handled through policy, not bylaw. Motion seconded and carried without dissent.

Article VI: Property and Assets – Disposition of Assets

Motion: Committee Member Skeeahan moved to recommend that the full board not advance Article VI: Property and Assets – Disposition of Assets, noting that the existing 10% threshold has been in place since 1939 and provides adequate protection for members while allowing operational flexibility. Motion seconded and carried without dissent.

Article III: Directors – Qualifications and Eligibility

Motion: Committee Chair Pitcher moved to recommend that the full board not advance Article III: Directors – Qualifications and Eligibility, noting that a similar provision was repealed by the membership in 2018 and that potential conflicts of interest are already addressed through Board Policy 129. Motion seconded and carried without dissent.

Article VII: Revenues and Receipts – Financial Reporting

Motion: Committee Member Skeeahan moved to recommend that the full board not advance Article VII: Revenues and Receipts – Financial Reporting, as the information requested is already included in LPEA's annual reports and IRS Form 990 filings. Motion seconded and carried without dissent. The Committee also agreed to agendaize Policy 108 for review at a future meeting to consider whether additional financial documents should be made publicly accessible on the website.

CONTINUE POLICY FOR REVISION: [POLICY 102](#) (FUNCTIONS OF THE BOARD OF DIRECTORS)

Attorney Smith presented updated redlines to Policy 102, which defines the structure and responsibilities of the Board of Directors. The Committee reviewed and discussed the second section of the draft, offering minor revisions and clarification requests.

Committee Member Hansen was excused from the meeting at 2:25 p.m.

Motion: Committee Member Lewandowski moved to recommend the full board approve amendments to Policy 102 as presented at the May board meeting. Motion seconded and carried without dissent.

POLICY IDEAS OR REVISIONS BY COP MEMBER OR STAFF: PRIVACY POLICY REVIEW

Committee Chair Pitcher introduced the topic of LPEA's current Privacy Policy, which is published on LPEA's website and the SmartHub application. Although not a board-adopted policy, Committee Chair Pitcher invited Committee members to review and propose any necessary updates. The Committee briefly discussed potential edits and agreed to revisit the item at a future meeting, allowing time for individual review.

ADJOURN

There being no further business, the Committee on Policies of the La Plata Electric Association Board of Directors meeting adjourned at 2:40 p.m. Recorded by J.P. Thunstrom and approved by:


Nicole Pitcher, Committee Chair